

WAGANAKSING ODAWA STATUTE
Gaming Enterprise Council

SECTION I. REPEALS AND REPLACES

This Statute repeals and replaces Waganakising Odawak Statue (WOS) 2010-021 Gaming Delegation and Authority Statute and any previous Statues including WOS 2009-012, WOS 2001-12, as amended by WOS 2000-02.

SECTION II. PURPOSE

This Statute establishes and creates the Gaming Enterprise Council to develop policies and procedures for the orderly and efficient operation of the Tribe's Odawa Casino Resort Gaming Enterprises and to provide for the management to oversee its operations in accordance with Article VII D(24) delegation of management responsibilities. The Gaming Enterprise Council is charged with maximizing the economic efficiency of the Odawa Casino Resort while respecting Tribal traditions, values and culture.

SECTION III. DEFINITIONS

A. *"Business Plan"* means a plan written for the operation of the Odawa Casino Resort and its' operations *"Enterprises"* means the Odawa Casino Resort, ancillary enterprises, activities and any other tribally owned enterprises or businesses related to gaming.

B. *"Chief Financial Officer" or "CFO"* means the person employed by the Enterprises who reports to the Authority to oversee all financial affairs of the Enterprises.

C. *"Gaming Enterprise Council Member or Gaming Enterprise Councilor"* means a person seated on the Gaming Enterprise Gaming Council.

D. *"Gaming"* means any game classified as "Class II" or "Class III" under the Indian Gaming Regulatory Act of October 17, 1988 and or future amendments.

1 **E.** “*Gaming Operations*” or “*Operations*” means all business operations directly related to
2 the conduct of the Enterprises.
3

4 **F.** “*General Manager*” means the person or persons hired to manager and oversee the day –
5 to-day operations of the Enterprises.
6

7 **G.** “*Independent Auditor*” means the person or entity required under the LTBB Gaming
8 Regulatory Statute, as amended.
9

10 **H.** “*LTBB*” means Little Traverse Bay Bands of Odawa Indians.
11

12 **I.** “*Tribal Chairperson*” means the elected official of the Executive Branch of the Little
13 Traverse Bay Bands of Odawa Indians; or his or her designee.
14

15 **J.** “*Tribal Council*” means the Legislative Branch of the Little Traverse Bay Bands of
16 Odawa Indians.
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19 **SECTION IV. CREATING THE GAMING ENTERPRISE COUNCIL**

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21 The Gaming Enterprise Council is hereby created and Tribal Council delegates and
22 authorizes its duties and authority as set forth in this Statute.
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24

25 **SECTION V. TRIBAL COUNCIL MANAGEMENT DELEGATION**

26

27 In accordance with the Tribal Constitution, Tribal Council will provide by statute for the
28 management of any and all economic affairs and will delegate management responsibilities to a
29 subordinate Tribal entity. Tribal Council delegates the management of the Gaming Enterprise to
30 the Gaming Enterprise Council and Tribal Council shall hold the Gaming Enterprise Council
31 accountable for the responsibilities as set forth in this Statute.
32
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34 **SECTION VI. COMPOSITION, ELIGIBILITY, APPOINTMENT AND TERMS**

35

36 **A. COMPOSITION**

1
2 1. The Gaming Enterprise Council shall consist of five (5) members nominated by
3 the Tribal Chairperson and appointed by the Tribal Council, who meet the eligibility
4 requirements set out in subsection (B) of this section, and at least three Gaming
5 Enterprise Council members must be Tribal Citizens.

6
7 2. The Gaming Enterprise Council shall have a Chairperson, Vice-Chairperson that
8 are selected and approved by the Gaming Council annually.

9
10 3. The Gaming Enterprise Council Member's appointment commence upon being
11 sworn in under this Statute pursuant to subsection (B) of this section.

12
13 **B. ELIGIBILITY**

14
15 To serve on the Gaming Enterprise Council a person must meet the following criteria:

16
17 1. Possess leadership qualities; shows good judgment; has an understanding of tribal
18 culture and values; and is approachable and team oriented.

19
20 2. Preferably possesses a Bachelor's Degree in Business Administration, Finance,
21 or Hospitality; or in a related discipline.

22
23 3. Four (4) years of demonstrated success in one or more Senior/Executive
24 Management positions preferably in the gaming industry or ten (10) years of gaming
25 work experience.

26
27 4. The appointee must meet the qualification for licensing under the Tribe's Gaming
28 Regulatory Ordinance.

29
30 5. No person can serve on the Gaming Enterprise Council who is an elected official
31 of LTBB, except in the case of implementing the section on *Transition of Authority* or
32 failure on the part of the Tribal Chairperson to make a nomination in accordance with
33 section entitled *Appointment and Terms*.

1 **6.** No person can serve on the Gaming Enterprise Council who is employed by any
2 Gaming Operations of LTBB.
3

4 **7.** No person shall serve as a Gaming Enterprise Councilor within seven (7) years of
5 completion of a sentence or probation upon being convicted of a felony in Tribal, State,
6 or Federal Court, unless such conviction has been vacated or overturned.
7

8 **8.** No person shall serve as a Gaming Enterprise Councilor who is on a Security
9 Ban from Odawa Casino.
10

11 **C. TRANSITION OF AUTHORITY**
12

13 The Gaming Enterprise Council shall be established with the members of the Gaming
14 Authority. The Gaming Authority members shall continue to serve on the Gaming Enterprise
15 Council until replaced by new Gaming Enterprise Councilors, provided that they still hold their
16 seats on Tribal Council. All vacant seats will be filled first, before any seats of the Gaming
17 Authority members are replaced. Gaming Authority member's seats will be filled prior to the
18 Gaming Authority Chair's seat, if at all possible. The Legislative Branch staff shall continue to
19 provide services to the Gaming Enterprise Council for a 120 day period after enactment of this
20 statute.
21

22 **D. APPOINTMENT AND TERMS**
23

24 **1.** Removal of a Gaming Enterprise Council Member requires an affirmative vote of
25 at least seven (7) Tribal Councilors.
26

27 **2.** Three (3) persons of the Gaming Enterprise Council shall be appointed to serve
28 for a three (3) year term. Two persons of the Gaming Enterprise Council shall be
29 appointed to serve for a two (2) year term. Each term thereafter, the terms will be three
30 (3) years. If there is a vacancy in a term, a person may be nominated to fill the remainder
31 of the term.
32

33 **3.** If a seat is vacant for six (6) months, without a nomination, the Tribal Council
34 shall fill the vacancy by a Tribal Council member or a designee either for the remainder
35 of the term or until such time as Tribal Council approves a person to fill the vacancy.
36

1 **4.** A term of office will begin 90 days from the enactment of this statute, whether the
2 seat is filled or not.

3
4 **5.** Upon term expiration, Tribal Council may extend a Gaming Enterprise
5 Councilor's term up to an additional period of three (3) years.

6
7 **6.** Gaming Enterprise Councilors may recommend removal for cause by a super-
8 majority vote of the Gaming Enterprise Council excluding the Gaming Councilor in
9 question using the following criteria:

10
11 a. Misconduct.

12
13 b. Neglect of duties.

14
15 c. Violations of Tribal law.

16
17 d. Violations of Gaming Enterprise Council Policy.

18
19 e. Failure to attend three (3) consecutive unexcused Gaming Enterprise
20 Council Meetings.

21
22
23 **SECTION VII. POWERS, DUTIES AND FUNCTION**

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25 **A. POWERS**

26
27 The Gaming Enterprise Council shall have the following powers in connection with the
28 Enterprise:

29
30 **1.** To employ a General Manager, including selection, hiring and contract
31 negotiations.

32
33 **2.** Present an annual budget to Tribal Council for approval that may include funding
34 for such items as: training travel expenses for Gaming Enterprise Councilors; staff and
35 consultants; and office space and equipment.

1
2 **3.** To utilize staff to carry out Gaming Enterprise Council functions, if funding is
3 available.
4

5 **4.** To employ or retain legal counsel and other consultants to advise the Gaming
6 Enterprise Council, if funding is available.
7

8 **5.** To approve policies, procedures, plans and budgets for an orderly and efficient
9 running of the Enterprise and Operations, which includes:
10

11 a. Annual Enterprise operating budgets.
12

13 b. Annual Enterprise Business Plan.
14

15 c. Distribution of annual services payments to the Tribal Government.
16

17 d. Human Resources policies.
18

19 **B. DUTIES AND FUNCTIONS**
20

21 **1.** The Gaming Enterprise Council shall review, evaluate and may terminate the
22 General Manager.
23

24 **2.** The Gaming Enterprise Council shall monitor compliance of the approved policy
25 and procedures through the General Manager.
26

27 **3.** The Gaming Enterprise Council shall adopt meeting policies and any other
28 policies for Gaming Enterprise Council business, provided such policies are in
29 accordance with this Statute and approved by the Gaming Enterprise Council.
30

31 **4.** The Gaming Enterprise Council shall adhere to the Constitutionally Mandated
32 Rules of Conduct for Officials of Tribal Government that are approved by Tribal Council
33 and any other subsequent rules, as may apply.
34

1 **5.** The Gaming Enterprise Council shall adhere to the Tribal Minimal Internal
2 Control Standards (TMICS) and all other applicable Statutes and laws.

3
4 **6.** The Gaming Enterprise Council shall adhere to all Policies and Procedures
5 approved by the Tribal Council.

6
7 **7.** The Gaming Enterprise Council shall not be involved in day-to-day management
8 of the Gaming Enterprises and its operations.

9
10
11 **SECTION VIII. FINANCING, BANK ACCOUNTS AND BUDGETS**

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13
14 **A.** The Gaming Enterprise Council is not authorized to incur any financial obligation or
15 liability, other than what is in the Gaming Enterprise Council's approved budget, without prior
16 Tribal Council approval.

17
18 **B.** The Gaming Enterprise Council shall have the authority to establish and maintain bank
19 accounts as may be necessary for the operations of the Enterprises.

20
21 **C.** The CFO shall oversee and manage the accounting, finance, cage, count credit and cash
22 management of the Enterprises, and other directors and managers as appropriate.

23
24 **D.** The CFO shall report directly to the General Manager, and shall provide a monthly report
25 of all Enterprises financial records. In turn the General Manager shall provide the report to the
26 Gaming Enterprise Council, Tribal Council, Tribal Chair and Director of Treasury. Any
27 questions regarding the report shall be directed to the Gaming Enterprise Council.

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30 **SECTION IX. REPORTING REQUIREMENTS**

31
32 **A.** The Gaming Enterprise Council shall provide to Tribal Council, a monthly report that
33 contains updated Business Plan, projected revenues, profit and loss revenues and earnings before
34 Interest Taxes, Depreciation and Amortization (EBITA) for not less than three (3) months in
35 advance based on the Business Plan. This report shall also include; the number of employees,

1 number of Tribal Citizens, other Natives and non-Natives employed, and turn-over-rate, number
2 of Tribal Citizens in management positions, Native or non-Native employed in management
3 positions and requests new development and/or capital projects and all other relevant
4 information.

5
6 **B.** The Tribal Council shall appoint an independent auditor to conduct the annual financial
7 statement audit and minimum internal control testing required by 25 C.D.R. §§ 52204 and
8 571.12 and any other applicable or successor Federal regulations. The Gaming Enterprise
9 Council, Tribal Council, Tribal Chairperson shall have a right to receive a Copy of the annual
10 audit,

11
12 **C.** Gaming Enterprise Council records shall be open to Tribal Citizens upon request in
13 accordance with tribal law, except in matters of confidentiality as defined by Tribal Statute.
14

15 **SECTION X. MEETINGS**

16

17 **A.** The Gaming Enterprise Council shall meet in person at least once per month, and the
18 agenda shall include a time for public comment. Such meeting will be held within the LTBB
19 reservation and open to Tribal Citizens.
20

21 **B.** Closed Sessions may be held only for the purposes of personnel, litigation, confidential
22 business or legal matters; or matters that rise to the level of significant privacy or confidentiality.
23 Tribal Councilors may attend close session as observers only.
24

25 **C.** A public comment period will be open only to Tribal Citizens, Tribal Councilors and
26 Tribal Chairperson.
27

28 **D.** Notice of meetings or work-sessions shall be posted forty-eight (48) hours in advance.
29

30 **E.** Gaming Enterprise Council business that requires immediate attention may be conducted
31 by telephone conference call. Any action taken on such a call shall be recorded in the minutes of
32 the next regularly scheduled meeting. The Gaming Enterprise Council secretary or designee
33 shall attempt to notify each of the Gaming Enterprise Council Members of the conference call by
34 any practical means including telephone, fax, email, text or in person and must certify that an
35 attempt was made of contact each Gaming Enterprise Council member.

1
2 **F.** Emergency meetings may only be called when immediate action is necessary for the
3 preservation or promotion of essential interests of the Tribe and Enterprises. The emergency
4 action taken must be ratified at the next regular meeting of the Authority, and the minutes must
5 state the reason such emergency action was necessary.
6

7 **G.** A quorum for a Gaming Enterprise Council meeting shall consist of a majority of the
8 sitting Gaming Enterprise Councilors, which may include members of the Gaming Authority. A
9 meeting may not be called to order without a quorum present and no official business shall be
10 conducted without a quorum.
11

12 **H.** All work-sessions shall remain open and shall not include a closed session.
13
14

15 **SECTION XI. COMPENSATION**

16

17 The Gaming Enterprise Councilors shall be compensated, subject to the availability of
18 funds, as follows:
19

20 **A.** A yearly salary as set by Tribal Council that includes all travel expenses and per diem
21 for carrying out the duties of the Gaming Enterprise Council.
22

23 **B.** Gaming Enterprise Councilors may receive funding for travel expenses related to training
24 and shall adhere to the Tribal travel policies for reimbursement of travel expenses for training.
25

26 **C.** Pay for the Gaming Authority members that are seated on the Gaming Enterprise Council
27 shall be paid according to the Constitutionally Mandated Compensation Statute.
28
29

30 **SECTION XII. NEPOTISM**

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32 **A.** For Purposes of this Statute, two (2) or more members of the same immediate family
33 shall not serve on the Gaming Enterprise Council at the same time. Further, a person shall not
34 serve on the Gaming Enterprise Council if the General Manager, Director of Finance, Internal
35 Auditor, Tribal Chairperson or Vice-Chairperson, on a Tribal Councilor is an immediate family

1 member, For purposes of this section immediate family means husband, wife, son, daughter,
2 step-son, step-daughter, father, step-father, father-in-law, mother, step-mother, mother-in-law,
3 brother, step-brother, brother-in-law, sister, step-sister, sister-in-law, child, step-child or person
4 whose relationship with the Gaming Enterprise Councilor is similar to that of person who are
5 related by blood or marriage.
6

7 **B.** No Gaming Enterprise Councilor may participate in making any decision that involves a
8 personal or financial interest of the Gaming Enterprise Councilor or a member of his or her
9 immediate family, unless interest is held in common with the Tribe and its Citizens.
10

11 12 **SECTION XIII. GAMING PROHIBITION**

13
14 No Member of the Gaming Enterprise Council shall be allowed to participate in any
15 gaming activity operated by LTBB.
16

17 18 **SECTION XIV. SAVING CLAUSE**

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20 In the event that any phrase, provision, part, paragraph, subsection, or section of this
21 Statute is found by a court of competent jurisdiction to violate the Constitution, laws or
22 ordinances of the Little Traverse Bay Bands of Odawa Indians, such phrase, provision, part
23 paragraph, subsection or section shall be considered to stand alone and to be deleted from this
24 statute, the entirety of the balance of the statute to remain in full and binding force and effect.
25